

EXHIBIT B

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

In re:) Chapter 11
)
W. R. GRACE & CO., et al.,¹) Case No. 01-01139 (JKF)
) (Jointly Administered)
)
Debtors.) Objections due:
Hearing date: To be scheduled, only if objections are
timely filed and served.

**SUMMARY OF APPLICATION OF NELSON MULLINS RILEY & SCARBOROUGH,
L.L.P. FOR COMPENSATION FOR SERVICES AND REIMBURSEMENT OF
EXPENSES AS SPECIAL COUNSEL TO W. R. GRACE & CO., ET AL., FOR THE
SECOND INTERIM PERIOD, FROM MAY 1 THROUGH MAY 31, 2003,
FOR THE QUARTER OF APRIL 2003 - JUNE 2003**

Name of Applicant:

Nelson Mullins Riley & Scarborough,
L.L.P.

Authorized to Provide Professional Services to:

W. R. Grace & Co., et al., Debtors and
Debtors-in-Possession

Date of Retention:

July 19, 2001

Period for which compensation and
reimbursement is sought:

May 1, 2003 through May 31, 2003

Amount of Compensation sought as actual,
reasonable, and necessary:

\$6,514.80 (80% of \$8,143.50)

¹ The Debtors consist of the following 62 entities: W. R. Grace & Co. (f/k/a Grace Specialty Chemicals, Inc.), W. R. Grace & Co.-Conn., A-1 Bit & Tool Co., Inc., Alewife Boston Ltd., Alewife Land Corporation, Amicon, Inc., CB Biomedical, Inc. (f/k/a Circe Biomedical, Inc.), CCHP, Inc., Coalgrace, Inc., Coalgrace II, Inc., Creative Food 'N Fun Company, Darex Puerto Rico, Inc., Del Taco Restaurants, Inc., Dewey and Almy, LLC (f/k/a Dewey and Almy Company), Ecarg, Inc., Five Alewife Boston Ltd., G C Limited Partners I, Inc. (f/k/a Grace Cocoa Limited Partners I, Inc.), G C Management, Inc. (f/k/a Grace Cocoa Management, Inc.), GEC Management Corporation, GN Holdings, Inc., GPC Thomasville Corp., Gloucester New Communities Company, Inc., Grace A-B Inc., Grace A-B II Inc., Grace Chemical Company of Cuba, Grace Culinary Systems, Inc., Grace Drilling Company, Grace Energy Corporation, Grace Environmental, Inc., Grace Europe, Inc., Grace H-G Inc., Grace H-G II Inc., Grace Hotel Services Corporation, Grace International Holdings, Inc. (f/k/a Dearborn International Holdings, Inc.), Grace Offshore Company, Grace PAR Corporation, Grace Petroleum Libya Incorporated, Grace Tarpon Investors, Inc., Grace Ventures Corp., Grace Washington, Inc., W. R. Grace Capital Corporation, W. R. Grace Land Corporation, Gracoal, Inc., Gracoal II, Inc., Guanica-Caribe Land Development Corporation, Hanover Square Corporation, Homco International, Inc., Kootenai Development Company, L B Realty, Inc., Litigation Management, Inc. (f/k/a GHSC Holding, Inc., Grace JVH, Inc., Asbestos Management, Inc.), Monolith Enterprises, Incorporated, Monroe Street, Inc., MRA Holdings Corp. (f/k/a Nestor-BNA Holdings Corporation), MRA Intermedco, Inc. (f/k/a Nestor-BNA, Inc.), MRA Staffing Systems, Inc. (f/k/a British Nursing Association, Inc.), Remedium Group, Inc. (f/k/a Environmental Liability Management, Inc.), E&C Liquidating Corp., Emerson & Cuming, Inc.), Southern Oil, Resin & Fiberglass, Inc., Water Street Corporation, Axial Basin Ranch Company, CC Partners (f/k/a Cross Country Staffing), Hayden-Gulch West Coal Company, H-G Coal Company.

Amount of expense reimbursement sought as actual, reasonable, and necessary:

\$88.14 for the period

This is a x monthly interim final application.

The total time expended for the preparation of this application is approximately 12.0 hours, and the corresponding estimated compensation *that will be requested in a future application* is approximately \$ 1,960.00.

Prior fee applications:

Date Filed	Period Covered	Requested		Approved	
		Fees	Expenses	Fees	Expenses
October 17, 2001	July 19, 2001 - July 31, 2001	\$28,316.50	\$234.68	\$22,653.20	\$234.68
October 17, 2001	August 1, 2001- August 31, 2001	\$69,119.50	\$1,196.84	\$55,295.60	\$1,196.84
October 17, 2001	May 1, 2001- June 30, 2001	\$113,762.50	\$2,155.05	\$91,010.00	\$2,155.05
December 19, 2001	October 1, 2001- October 31, 2001	\$67,906.50	\$1,348.82	\$54,325.20	\$1,348.82
January 23, 2002	November 1, 2001- November 30, 2001	\$26,792.00	\$168.41	\$21,433.60	\$168.41
February 26, 2002	December 1, 2001- December 31, 2001	\$24,895.00	\$673.51	\$19,916.00	\$673.51
May 1, 2002	January 1, 2002- January 31, 2002	\$21,009.00	\$147.52	\$16,807.20	\$147.52
June 18, 2002	February 1, 2002- February 28, 2002	\$24,897.00	\$122.30	\$19,917.60	\$122.30
June 18, 2002	March 1, 2002 - March 31, 2002	\$17,003.00	\$52.22	\$13,602.40	\$52.22
June 25, 2002	September 1, 2001- September 30, 2001	\$31,625.50	\$488.83	\$25,300.40	\$488.83
June 25, 2002	April 1, 2002-April 30, 2002	\$17,827.00	\$345.71	\$14,261.60	\$345.71
June 26, 2002	January 1, 2002- March 31, 2002	\$62,909.00	\$322.04	\$62,909.00	\$322.04
July 2, 2002	May 1, 2002-May 31, 2002	\$27,070.00	\$177.64	\$21,656.00	\$177.64
August 14, 2002	June 1, 2002 - June 30, 2002	\$15,496.50	\$178.39	\$12,397.20	\$178.39
August 29, 2002	July 1, 2002 - July 31, 2002	\$18,481.50	\$225.82	\$14,785.20	\$225.82
September 3, 2002	July 19, 2001 - September 30, 2001	\$129,061.50	\$1,920.35	\$129,061.50	\$1,920.35
September 3, 2002	October 1, 2001 - December 31, 2001	\$119,593.50	\$2,190.74	\$119,593.50	\$2,190.74
September 20, 2002	April 1, 2002 - June 30, 2002	\$60,393.50	\$701.74	\$60,393.50	\$701.74
October 8, 2002	August 1, 2002 - August 31, 2002	\$10,363.00	\$169.79	\$8,290.40	\$169.79
October 30, 2002	September 1, 2002- September 30, 2002	\$11,114.00	\$221.89	\$8,891.20	\$221.89
November 27, 2002	July 1, 2002 - September 30, 2002	\$39,958.50	\$615.50	Pending	Pending

December 11, 2002	October 1, 2002- October 31, 2002	\$8,498.50	\$75.28	\$6,798.80	\$75.28
December 26, 2002	November 1, 2002- November 30, 2002	\$4,241.00	\$117.29	\$3,392.80	\$117.29
February 6, 2003	December 1, 2002 - December 31, 2002	\$9,298.50	\$97.20	\$7,438.80	\$97.20
March 4, 2003	January 1, 2003- January 31, 2003	\$6,026.50	\$24.91	\$4,821.20	\$24.91
March 27, 2003	February 1-February 28, 2003	\$5,473.50	\$52.58	\$4,378.80	\$52.58
April 8, 2003	October 1, 2002- December 31, 2002	\$22,038.00	\$289.77	\$22,038.00	\$289.77
May 9, 2003	March 1, 2003- March 31, 2003	\$5,424.00	\$64.16	Pending	Pending
August 22, 2003	April 1, 2003- April 30, 2003	\$7,868.00	\$64.88	Pending	Pending
Emailed for filing on August 22, 2003 ²	January 1, 2003 - March 31, 2003	\$12,407.00	\$141.65	Pending	Pending

The Nelson Mullins Riley & Scarborough, L.L.P. attorneys who rendered professional services in these cases during the Fee Period are:

Attorney Name	Position	Years of Practice	Area of Practice	Hourly Rate	Hours	Total Amount
Rose-Marie T. Carlisle	Of-Counsel	19 years	Environmental	\$240.00	7.50	\$1800.00
Bernard F. Hawkins, Jr.	Partner	13 years	Environmental	\$260.00	5.30	\$1378.00
Joseph M. Melchers	Partner	14 years	Environmental	\$240.00	13.60	\$3264.00
David M. Cleary	Partner	21 Years	Environmental	\$295.00	.60	\$177.00

Grand Total for Fees: \$6,619.00

Blended Rate: \$245.15

The Nelson Mullins Riley & Scarborough, L.L.P. paralegals who rendered professional services in these cases during the Fee Period are:

Karen Brown	Paralegal	14 years	Environmental	\$125.00	11.00	\$1375.00
Maureen D. Collett	Paralegal	9 years	Environmental	\$115.00	1.30	\$149.50

Grand Total for Fees: \$1,524.50

Blended Rate: \$123.95

² The Eighth Quarterly Fee Application was emailed to local counsel on 8/22/2003. It has not been filed with the court as of the date of this Application. The objection time has not begun to run.

Grand Total for Fees: \$1,524.50
 Blended Rate: \$123.95

Case Number	Description	Amount	Blended Rate
02399/06000	General	6.30	\$ 1,362.00
02399/06011	Enoree Site Management	3.60	847.50
02399/06031	Li Tungsten	19.30	4,338.00
02399/06091	Fee Applications	10.10	1,596.00
TOTAL		39.30	\$8,143.50

Expense Summary

Description	Amount
Telephone	\$ 6.75
Standard Copies	30.30
Federal Express	41.83
Lexis	3.45
Outside Services	5.81
Total	\$ 88.14

NELSON

Nelson Mullins Riley & Scarborough, L.L.P.

MULLINS

NELSON MULLINS RILEY & SCARBOROUGH, L.L.P.

ATTORNEYS AND COUNSELORS AT LAW

TAX ID No. 57-0215445

POST OFFICE BOX 11070

COLUMBIA, SOUTH CAROLINA 29211

TELEPHONE (803) 799-2000

W. R. Grace & Co.
 ATTN: Lydia Duff, Esq.
 Senior Environmental Counsel
 7500 Grace Drive
 Columbia, MD 21044

August 13, 2003
 Invoice 575616 Page 1

Our Matter # 02399/06000 For Services Through 05/31/03
 WR Grace # 063-KL-721490-01-501251
 Name of Matter: General

04/29/03	Telephone conferences with counsel for EPA regarding obtaining evidence of payment of settlement funds by WR Grace in 1997 (0.3); confer with Attorney Willis regarding same and action taken to date (0.4); retrieval file from offsite and review of file for information on settlement and payment by WR Grace in 1997 and forward to Attorney Hawkins in Columbia office (0.6).			
	M.D. COLLETT	1.30 hrs.	115.00/hr	\$149.50
04/30/03	Conference with Attorney Hawkins regarding issue of payment being re-raised by EPA, history of payment in 1997 and attempts at resolution to outstanding question on payment (0.2); review file documents (0.1).			
	J.M. MELCHERS	0.30 hrs.	240.00/hr	\$72.00
05/01/03	Review e-mail and attachments from Grace regarding historical issues; respond to Grace inquiry regarding attachments.			
	D.M. CLEARY	0.60 hrs.	295.00/hr	\$177.00
05/01/03	Telephone conference with Attorney Melchers to discuss procedures for proof of payment in SEPCO.			
	B.F. HAWKINS, JR.	0.30 hrs.	260.00/hr	\$78.00
05/01/03	Review and analyze memo regarding EPA request and incoming file documents from Messrs. Marriam and Cleary and Ms. Collett regarding collection, payment and follow-up inquiries regarding settlement by wire transfer to EPA in 1997 (1.0), telephone conference with Attorney Hawkins regarding contacts to make with EPA Region IV to resolve question concerning historic payment to EPA (0.1).			
	J.M. MELCHERS	1.10 hrs.	240.00/hr	\$264.00
05/02/03	Review and analyze records for telephone conference with Ms. Haire (Region IV) (0.5), telephone conference with Ms. Haire regarding question over Grace's payment in 1997 notes on same (0.3), prepare fax to her demonstrating payment in 1997 (0.5), prepare memo regarding conference call and documents found (0.3).			
	J.M. MELCHERS	1.60 hrs.	240.00/hr	\$384.00

W. R. Grace & Co.

August 13, 2003
Invoice 575616 Page 2

05/14/03	Telephone conference with Ms. Haire (Region IV) regarding SEPCO payment (0.1), review documents and prepare memo regarding basis of EPA's confusion on payment issue and next steps (0.1).			
	J.M. MELCHERS	0.20 hrs.	240.00/hr	\$48.00
05/15/03	Review and locate information for use by Attorney Hawkins.			
	K. BROWN	0.30 hrs.	125.00/hr	\$37.50
05/27/03	Telephone conference with Ms. Stacy Haire (Region IV) regarding status of promised correspondence concerning dispute over Grace's payment.			
	J.M. MELCHERS	0.20 hrs.	240.00/hr	\$48.00
05/30/03	Discussion with Ms. Duff regarding environmental reviews and approaches to same.			
	B.F. HAWKINS, JR.	0.40 hrs.	260.00/hr	\$104.00

Fees for Legal Services \$1,362.00

BILLING SUMMARY

	<u>Hours</u>	<u>Rate/Hr</u>	<u>Dollars</u>
J.M. MELCHERS	3.40	240.00	816.00
B.F. HAWKINS, JR.	0.70	260.00	182.00
D.M. CLEARY	0.60	295.00	177.00
M.D. COLLETT	1.30	115.00	149.50
K. BROWN	0.30	125.00	37.50
TOTAL	6.30	\$216.19	\$1,362.00

CHARGES FOR OTHER SERVICES PROVIDED/EXPENSES INCURRED

04/30/2003	Photocopies 26 Page(s)	3.90
04/30/2003	Telephone 1-901-820-2023	0.66
05/01/2003	Photocopies 110 Page(s)	5.50
05/01/2003	Photocopies 2 Page(s)	0.10
05/01/2003	Photocopies 84 Page(s)	4.20
05/01/2003	Photocopies 2 Page(s)	0.10
05/01/2003	Photocopies 14 Page(s)	0.70
05/01/2003	Telephone 1-410-531-4789	0.10
05/02/2003	Photocopies 97 Page(s)	4.85
05/02/2003	Photocopies 9 Page(s)	0.45
05/02/2003	Telephone 1-404-562-9486	0.15
Total Charges for Other Services Provided/Expenses Incurred		\$20.71

DISBURSEMENT SUMMARY

<u>Description</u>	<u>Dollars</u>
Photocopies	19.80
Telephone	0.91
TOTAL	\$20.71

Net current billing for this invoice \$1,382.71

W. R. Grace & Co.

August 13, 2003
Invoice 575616 Page 3

<u>ACCOUNTS RECEIVABLE RECAP</u>			
<u>Original Invoice Number</u>	<u>Invoice Date</u>	<u>Invoice Amt</u>	<u>A/R Balance</u>
523725	09/23/2002	356.00	356.00
528959	10/20/2002	232.13	232.13
549779	02/21/2003	1,527.68	1,527.68
557441	04/14/2003	499.50	499.50
561784	05/16/2003	378.83	378.83
572211	07/17/2003	416.92	416.92
A/R BALANCE			\$3,411.06

GRAND TOTAL..... \$4,793.77

W. R. Grace & Co.

August 13, 2003
Invoice 575616 Page 4**REMITTANCE COPY**

Please Return With Your Payment To:

ATTN: ACCOUNTS RECEIVABLE
 NELSON MULLINS RILEY & SCARBOROUGH, L.L.P.
 P.O. DRAWER 11009
 COLUMBIA, SOUTH CAROLINA 29211-1070
 TELEPHONE (803) 799-2000

For Services Through 05/31/03

Our Matter # 02399/06000
 General

Fees for Professional Services	\$1,362.00	
Charges for Other Services Provided/Expenses Incurred	20.71	
Net current billing for this invoice		\$1,382.71

ACCOUNTS RECEIVABLE RECAP

<u>Original Invoice Number</u>	<u>Invoice Date</u>	<u>Invoice Amt</u>	<u>A/R Balance</u>
523725	09/23/2002	356.00	356.00
528959	10/20/2002	232.13	232.13
549779	02/21/2003	1,527.68	1,527.68
557441	04/14/2003	499.50	499.50
561784	05/16/2003	378.83	378.83
572211	07/17/2003	416.92	416.92
TOTAL A/R BALANCE			\$3,411.06

GRAND TOTAL..... **\$4,793.77**

WIRING INSTRUCTIONS

Account Name: Nelson Mullins Riley & Scarborough, L.L.P.
 Columbia Operating Account
 ABA#: 053200666
 Account #: 04032 24077 01
 Bank: National Bank of South Carolina (NBSC), Sumter, SC

NELSON

Nelson Mullins Riley & Scarborough, L.L.P.

MULLINS

NELSON MULLINS RILEY & SCARBOROUGH, L.L.P.

ATTORNEYS AND COUNSELORS AT LAW

TAX ID No. 57-0215445

POST OFFICE BOX 11070

COLUMBIA, SOUTH CAROLINA 29211

TELEPHONE (803) 799-2000

W. R. Grace & Co.
 ATTN: Robert A. Emmett, Esq.
 Senior Environmental Counsel
 7500 Grace Drive
 Columbia, MD 21044

June 12, 2003
 Invoice 566105 Page 1

Our Matter # 02399/06011 For Services Through 05/31/03
 WR Grace # 001-KL-721200-00-400107
 Name of Matter: Enoree Site Management

05/15/03	Review and locate information for use by Attorney Hawkins. K. BROWN	0.30 hrs.	125.00/hr	\$37.50
05/21/03	Confer with Mr. O'Connell regarding what will be required for water plan and DHEC's expectations with respect to same (0.2); review consent agreement to identify requirements (0.2); electronic mail memorandum to Mr. O'Connell regarding same (0.1); R.T. CARLISLE	0.50 hrs.	240.00/hr	\$120.00
05/22/03	Review letter to DHEC addressing water management plans in ponds and provide comments to Attorney Carlisle. B.F. HAWKINS, JR.	0.60 hrs.	260.00/hr	\$156.00
05/22/03	Review draft report to DHEC on water management plan (0.2); detailed voice mail messages to Messrs. O'Connell and Balcer regarding comments (0.2); draft revisions to proposed letter (0.2); electronic mail memorandum to Mr. Balcer regarding recommended changes (0.1); confer with Attorney Hawkins regarding his thoughts on implications of plan (0.1); review electronic mail memorandum from Ms. Ethier regarding comments (0.1); reply electronic mail memorandum to Ms. Ethier (0.1). R.T. CARLISLE	1.00 hrs.	240.00/hr	\$240.00
05/23/03	Review letter to DHEC regarding pond water management plan and review issues with Attorney Carlisle. B.F. HAWKINS, JR.	0.30 hrs.	260.00/hr	\$78.00
05/23/03	Review revised plan (0.2); confer with Mr. Balcer and Ms. Ethier regarding extent of detail in plan (0.2); minor revisions to draft plan (0.2); transmit same to Mr. Balcer with electronic mail memorandum regarding same (0.2). R.T. CARLISLE	0.80 hrs.	240.00/hr	\$192.00
05/29/03	Review Mr. Foy's response to Grace's plan for water management at Enoree facility and forward same to Attorney Hawkins. R.T. CARLISLE	0.10 hrs.	240.00/hr	\$24.00

Fees for Legal Services \$847.50

W. R. Grace & Co.

June 12, 2003
Invoice 566105 Page 2**BILLING SUMMARY**

	<u>Hours</u>	<u>Rate/Hr</u>	<u>Dollars</u>
B.F. HAWKINS, JR.	0.90	260.00	234.00
R.T. CARLISLE	2.40	240.00	576.00
K. BROWN	0.30	125.00	37.50
TOTAL	3.60	\$235.42	\$847.50

CHARGES FOR OTHER SERVICES PROVIDED/EXPENSES INCURRED

05/02/2003	Photocopies 1 Page(s)	0.05
05/22/2003	Photocopies 6 Page(s)	0.30
05/22/2003	Telephone 1-864-969-3353	0.20
05/22/2003	Telephone 1-617-498-4594	0.33
05/22/2003	Telephone 1-617-680-5261	0.16
05/22/2003	Telephone 1-864-871-1677	0.23

Total Charges for Other Services Provided/Expenses Incurred **\$1.27**

DISBURSEMENT SUMMARY

<u>Description</u>	<u>Dollars</u>
Photocopies	0.35
Telephone	0.92

TOTAL **\$1.27**

Net current billing for this invoice **\$848.77**

ACCOUNTS RECEIVABLE RECAP

<u>Original Invoice Number</u>	<u>Invoice Date</u>	<u>Invoice Amt</u>	<u>A/R Balance</u>
528961	10/20/2002	146.92	28.80
553417	03/18/2003	3,115.50	3,115.50
561785	05/16/2003	4,418.99	4,418.99
	A/R BALANCE		\$7,563.29

GRAND TOTAL **\$8,412.06**

W. R. Grace & Co.

June 12, 2003
Invoice 566105 Page 3**REMITTANCE COPY**

Please Return With Your Payment To:

ATTN: ACCOUNTS RECEIVABLE
 NELSON MULLINS RILEY & SCARBOROUGH, L.L.P.
 P.O. DRAWER 11009
 COLUMBIA, SOUTH CAROLINA 29211-1070
 TELEPHONE (803) 799-2000

For Services Through 05/31/03

Our Matter # 02399/06011
 Enoree Site Management

Fees for Professional Services	\$847.50	
Charges for Other Services Provided/Expenses Incurred	1.27	
Net current billing for this invoice		\$848.77

ACCOUNTS RECEIVABLE RECAP

<u>Original Invoice Number</u>	<u>Invoice Date</u>	<u>Invoice Amt</u>	<u>A/R Balance</u>
528961	10/20/2002	146.92	28.80
553417	03/18/2003	3,115.50	3,115.50
561785	05/16/2003	4,418.99	4,418.99
TOTAL A/R BALANCE			\$7,563.29

GRAND TOTAL..... **\$8,412.06**

WIRING INSTRUCTIONS

Account Name: Nelson Mullins Riley & Scarborough, L.L.P.
 Columbia Operating Account
 ABA#: 053200666
 Account #: 04032 24077 01
 Bank: National Bank of South Carolina (NBSC), Sumter, SC

NELSON

Nelson Mullins Riley & Scarborough, L.L.P.

MULLINS

NELSON MULLINS RILEY & SCARBOROUGH, L.L.P.

ATTORNEYS AND COUNSELORS AT LAW

TAX ID NO. 57-0215445

POST OFFICE BOX 11070

COLUMBIA, SOUTH CAROLINA 29211

TELEPHONE (803) 799-2000

W. R. Grace & Co.
 ATTN: Lydia Duff, Esq.
 Senior Environmental Counsel
 7500 Grace Drive
 Columbia, MD 21044

June 12, 2003
 Invoice 566106 Page 1

Our Matter # 02399/06031
 WR Grace # 001-KL-721490-01-501560
 Name of Matter: Li Tungsten

For Services Through 05/31/03

05/08/03	Review documents and confer with Attorneys Hawkins and Melchers in preparation for conference call with Ms. Duff (0.9); participate in conference call with Attorney Melchers and Ms. Duff (0.8); follow-up discussion with Attorney Melchers (0.1). R.T. CARLISLE	1.80 hrs.	240.00/hr	\$432.00
05/08/03	Review correspondence from Attorney Carlisle regarding preparation for conference call and research files for all contracts and documents relating to potential witness (2.2); sort and organize materials (1.0). K. BROWN	3.20 hrs.	125.00/hr	\$400.00
05/09/03	Review file materials in preparation for meeting with Attorney Melchers on historic information surrounding Li Tungsten site (1.1); meet with Attorneys Melchers and Carlisle to provide background information on history of Li Tungsten matter (1.4); follow-up on issue of potential avenues for pursuing evidence (0.4). B.F. HAWKINS, JR.	2.90 hrs.	260.00/hr	\$754.00
05/09/03	Review documents and confer with Attorneys Hawkins and Carlisle in preparation for conference call with Ms. Duff (1.7); participate in conference call with Attorney Carlisle and Ms. Duff (0.8); follow-up discussion with Attorney Carlisle (0.1), prepare memo to Ms. Duff (0.1). J.M. MELCHERS	2.70 hrs.	240.00/hr	\$648.00
05/16/03	Review information addressing Li Tungsten site and review specific facts with Attorney Melchers. B.F. HAWKINS, JR.	0.50 hrs.	260.00/hr	\$130.00
05/20/03	Review memo from Ms. Duff regarding conference call for deposition discussion. J.M. MELCHERS	0.10 hrs.	240.00/hr	\$24.00
05/27/03	Conference with Attorney Carlisle regarding notes from interview and prepare for telephone conference (0.4); review Attorney Carlisle's resulting summary of interview notes (0.2). J.M. MELCHERS	0.60 hrs.	240.00/hr	\$144.00
05/27/03	Review notes and other information on Li Tungsten history and draft summary of same. R.T. CARLISLE	1.30 hrs.	240.00/hr	\$312.00

W. R. Grace & Co.

June 12, 2003
Invoice 566106 Page 2

05/28/03	Provide input to Attorneys Melchers and Carlisle regarding history in Li Tungsten matter. B.F. HAWKINS, JR.	0.30 hrs.	260.00/hr	\$78.00
05/28/03	Review file documents and contracts (2.4); prepare for and telephone conference with Ms. Duff regarding issues and next steps, prepare notes on same (0.4); obtain information from Attorney Carlisle regarding prior interviews and review of documents and review next steps outlined by Ms. Duff (1.1). J.M. MELCHERS	3.90 hrs.	240.00/hr	\$936.00
05/28/03	Provide Attorney Melchers with information regarding details of prior discussions with individuals with respect to Li Tungsten and review Ms. Duff's directions as to proceeding with work (1.1); review documents and highlight those pertinent issues raised by Ms. Duff (0.9). R.T. CARLISLE	2.00 hrs.	240.00/hr	\$480.00
Fees for Legal Services				\$4,338.00

BILLING SUMMARY

	<u>Hours</u>	<u>Rate/Hr</u>	<u>Dollars</u>
J.M. MELCHERS	7.30	240.00	1,752.00
B.F. HAWKINS, JR.	3.70	260.00	962.00
R.T. CARLISLE	5.10	240.00	1,224.00
K. BROWN	3.20	125.00	400.00
TOTAL	19.30	\$224.77	\$4,338.00

CHARGES FOR OTHER SERVICES PROVIDED/EXPENSES INCURRED

05/02/2003	Telephone 1-410-531-4210	1.62
05/08/2003	Photocopies 121 Page(s)	6.05
05/08/2003	Telephone 1-410-531-4210	0.11
05/09/2003	Photocopies 8 Page(s)	0.40
05/09/2003	Photocopies 7 Page(s)	0.35
05/09/2003	Telephone 1-410-531-4210	2.54
05/12/2003	Service: LEXIS LEGAL SERVICES; Charge Type: DOCUMENT PRINTING; Quantity: 1.00	0.33
05/12/2003	Service: LEXIS LEGAL SERVICES; Charge Type: SINGLE DOCUMENT RETRIEVAL; Quantity: 1.00	0.36
05/12/2003	Service: NEXIS SERVICE; Charge Type: SEARCHES; Quantity: 1.00	2.76
05/16/2003	Photocopies 21 Page(s)	1.05
05/17/2003	Photocopies 1 Page(s)	0.05
05/28/2003	Telephone 1-443-803-5751	0.65
Total Charges for Other Services Provided/Expenses Incurred		\$16.27

DISBURSEMENT SUMMARY

<u>Description</u>	<u>Dollars</u>
Photocopies	7.90
Lexis	3.45

W. R. Grace & Co.

June 12, 2003
Invoice 566106 Page 3DescriptionDollars

Telephone

4.92

TOTAL

\$16.27

Net current billing for this invoice \$4,354.27

ACCOUNTS RECEIVABLE RECAP

<u>Original Invoice Number</u>	<u>Invoice Date</u>	<u>Invoice Amt</u>	<u>A/R Balance</u>
518009	08/15/2002	22.00	4.40
561786	05/16/2003	706.50	706.50
	A/R BALANCE		\$710.90

GRAND TOTAL \$5,065.17

W. R. Grace & Co.

June 12, 2003
Invoice 566106 Page 4**REMITTANCE COPY**

Please Return With Your Payment To:

ATTN: ACCOUNTS RECEIVABLE
 NELSON MULLINS RILEY & SCARBOROUGH, L.L.P.
 P.O. DRAWER 11009
 COLUMBIA, SOUTH CAROLINA 29211-1070
 TELEPHONE (803) 799-2000

For Services Through 05/31/03

Our Matter # 02399/06031
 Li Tungsten

Fees for Professional Services	\$4,338.00	
Charges for Other Services Provided/Expenses Incurred	16.27	
Net current billing for this invoice		\$4,354.27

ACCOUNTS RECEIVABLE RECAP

<u>Original Invoice Number</u>	<u>Invoice Date</u>	<u>Invoice Amt</u>	<u>A/R Balance</u>
518009	08/15/2002	22.00	4.40
561786	05/16/2003	706.50	706.50
TOTAL A/R BALANCE			\$710.90

GRAND TOTAL..... **\$5,065.17**

WIRING INSTRUCTIONS

Account Name: Nelson Mullins Riley & Scarborough, L.L.P.
 Columbia Operating Account
 ABA#: 053200666
 Account #: 04032 24077 01
 Bank: National Bank of South Carolina (NBSC), Sumter, SC

NELSON

Nelson Mullins Riley & Scarborough, L.L.P.

MULLINS

NELSON MULLINS RILEY & SCARBOROUGH, L.L.P.

ATTORNEYS AND COUNSELORS AT LAW

TAX ID No. 57-0215445

POST OFFICE BOX 11070

COLUMBIA, SOUTH CAROLINA 29211

TELEPHONE (803) 799-2000

W. R. Grace & Co.
 ATTN: Lydia Duff, Esq.
 Senior Environmental Counsel
 7500 Grace Drive
 Columbia, MD 21044

June 9, 2003
 Invoice 566107 Page 1

Our Matter # 02399/06091
 Name of Matter: Fee Applications

For Services Through 05/31/03

05/03/03	Review draft 7th quarter category project summary. K. BROWN	0.30 hrs.	125.00/hr	\$37.50
05/12/03	Modify billing report reflecting recent filings of March 2003 fee application and CNO for February 2003 fee application. K. BROWN	0.30 hrs.	125.00/hr	\$37.50
05/16/03	Review the final 7th Quarterly Fee Application and Order Approving the 7th Quarterly Fee Application and organize. K. BROWN	0.30 hrs.	125.00/hr	\$37.50
05/19/03	Review materials for fee application procedures (0.4); prepare invoices for same (0.4). J.M. MELCHERS	0.80 hrs.	240.00/hr	\$192.00
05/21/03	Compile and convert April invoices into electronic format (0.4); draft correspondence regarding April invoices for Attorney Melchers' review and approval (0.3); review and compile information from invoices for use in preparing monthly fee application (1.3). K. BROWN	2.00 hrs.	125.00/hr	\$250.00
05/22/03	Review memo from Paralegal Brown regarding fee application materials. J.M. MELCHERS	0.10 hrs.	240.00/hr	\$24.00
05/22/03	Prepare April Fee application documents for review and approval by Attorney Melchers (1.5); compose correspondence regarding April fee application documents and e-mail to Attorney Melchers (0.3). K. BROWN	1.80 hrs.	125.00/hr	\$225.00
05/22/03	Revise draft transmittal letters to Ms. Duff and Mr. Emmett regarding April invoices for Attorney Melchers' review and approval (0.3); draft verification for monthly fee application for Attorney Melchers' review and approval (0.3); review and organize documents relating to April monthly fee application (0.4). K. BROWN	1.00 hrs.	125.00/hr	\$125.00
05/22/03	Review and edit outstanding invoices database. K. BROWN	1.50 hrs.	125.00/hr	\$187.50

W. R. Grace & Co.

June 9, 2003
Invoice 566107 Page 2

05/23/03	Conferences with Paralegal Brown and Attorney Hawkins regarding fee application procedures. J.M. MELCHERS	0.40 hrs.	240.00/hr	\$96.00
05/30/03	Work on fee application. J.M. MELCHERS	1.60 hrs.	240.00/hr	\$384.00
Fees for Legal Services				\$1,596.00

BILLING SUMMARY

	<u>Hours</u>	<u>Rate/Hr</u>	<u>Dollars</u>
J.M. MELCHERS	2.90	240.00	696.00
K. BROWN	7.20	125.00	900.00
TOTAL	10.10	158.02	1,596.00

CHARGES FOR OTHER SERVICES PROVIDED/EXPENSES INCURRED

05/08/2003	To: Federal Express for shipping charge on 04/29/03	27.05
05/08/2003	To: Federal Express for shipping charge on 04/01/03	14.78
05/08/2003	To: Pacer Service Center for payment of invoice	5.81
05/19/2003	Photocopies 14 Page(s)	0.70
05/19/2003	Photocopies 29 Page(s)	1.45
05/19/2003	Photocopies 2 Page(s)	0.10
Total Charges for Other Services Provided/Expenses Incurred		\$49.89

DISBURSEMENT SUMMARY

<u>Description</u>	<u>Dollars</u>
Photocopies	2.25
Federal Express	41.83
Outside Services	5.81
TOTAL	\$49.89

Net current billing for this invoice **\$1,645.89**

ACCOUNTS RECEIVABLE RECAP

<u>Original Invoice Number</u>	<u>Invoice Date</u>	<u>Invoice Amt</u>	<u>A/R Balance</u>
518011	08/15/2002	8,627.57	1,684.10
523731	09/18/2002	3,785.51	740.40
528964	10/22/2002	5,243.32	1,029.60
533401	11/18/2002	3,562.00	705.10
538209	12/18/2002	2,804.99	2,804.99
545861	01/24/2003	1,950.69	1,950.69
549990	02/24/2003	1,845.08	1,845.08
553420	03/18/2003	1,021.63	1,021.63

W. R. Grace & Co.

June 9, 2003
Invoice 566107 Page 3

557815	04/16/2003	1,999.08	1,999.08
561788	05/19/2003	1,703.26	1,703.26
A/R BALANCE			\$15,483.93

GRAND TOTAL..... \$17,129.82

W. R. Grace & Co.

June 9, 2003
Invoice 566107 Page 4**REMITTANCE COPY**

Please Return With Your Payment To:

ATTN: ACCOUNTS RECEIVABLE
 NELSON MULLINS RILEY & SCARBOROUGH, L.L.P.
 P.O. DRAWER 11009
 COLUMBIA, SOUTH CAROLINA 29211-1070
 TELEPHONE (803) 799-2000

For Services Through 05/31/03

Our Matter # 02399/06091
 Fee Applications

Fees for Professional Services	\$1,596.00
Charges for Other Services Provided/Expenses Incurred	\$49.89
Net current billing for this invoice	\$1,645.89

ACCOUNTS RECEIVABLE RECAP

<u>Original Invoice Number</u>	<u>Invoice Date</u>	<u>Invoice Amt</u>	<u>A/R Balance</u>
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557815	04/16/2003	1,999.08	1,999.08
561788	05/19/2003	1,703.26	1,703.26
TOTAL A/R BALANCE			\$15,483.93

GRAND TOTAL **\$17,129.82**

WIRING INSTRUCTIONS

Account Name: Nelson Mullins Riley & Scarborough, L.L.P.
 Columbia Operating Account
 ABA#: 053200666
 Account #: 04032 24077 01
 Bank: National Bank of South Carolina (NBSC), Sumter, SC

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

In re:) Chapter 11
)
W. R. GRACE & CO., <u>et al.</u> , ¹) Case No. 01-01139(JKF)
) (Jointly Administered)
)
Debtors.)

VERIFICATION

Bernard F. Hawkins, Jr., after being duly sworn according to law, deposes and says as follows:

1. I am a partner with the applicant firm, Nelson Mullins Riley & Scarborough, L.L.P and I am a member in good standing of the bar of the State of South Carolina.

2. I have personally performed certain of, and overseen the legal services rendered by Nelson Mullins Riley & Scarborough, LLP as special litigation and environmental

¹ The Debtors consist of the following 62 entities: W. R. Grace & Co. (f/k/a Grace Specialty Chemicals, Inc.), W. R. Grace & Co.-Comm., A-1 Bit & Tool Co., Inc., Alewife Boston Ltd., Alewife Land Corporation, Amicon, Inc., CB Biomedical, Inc. (f/k/a Circe Biomedical, Inc.), CCHP, Inc., Coalgrace, Inc., Coalgrace II, Inc., Creative Food 'N Fun Company, Darex Puerto Rico, Inc., Del Taco Restaurants, Inc., Dewey and Almy, LLC (f/k/a Dewey and Almy Company), Ecarg, Inc., Five Alewife Boston Ltd., G C Limited Partners I, Inc. (f/k/a Grace Cocoa Limited Partners I, Inc.), G C Management, Inc. (f/k/a Grace Cocoa Management, Inc.), GEC Management Corporation, GN Holdings, Inc., GPC Thomasville Corp., Gloucester New Communities Company, Inc., Grace A-B Inc., Grace A-B II Inc., Grace Chemical Company of Cuba, Grace Culinary Systems, Inc., Grace Drilling Company, Grace Energy Corporation, Grace Environmental, Inc., Grace Europe, Inc., Grace H-G Inc., Grace H-G II Inc., Grace Hotel Services Corporation, Grace International Holdings, Inc. (f/k/a Dearborn International Holdings, Inc.), Grace Offshore Company, Grace PAR Corporation, Grace Petroleum Libya Incorporated, Grace Tarpon Investors, Inc., Grace Ventures Corp., Grace Washington, Inc., W. R. Grace Capital Corporation, W. R. Grace Land Corporation, Gracoal, Inc., Gracoal II, Inc., Guanica-Caribe Land Development Corporation, Hanover Square Corporation, Homco International, Inc., Kootenai Development Company, L B Realty, Inc., Litigation Management, Inc. (f/k/a GHSC Holding, Inc.), Grace JVH, Inc., Asbestos Management, Inc.), Monolith Enterprises, Incorporated, Monroe Street, Inc., MRA Holdings Corp. (f/k/a Nestor-BNA Holdings Corporation), MRA Intermedco, Inc. (f/k/a Nestor-BNA, Inc.), MRA Staffing Systems, Inc. (f/k/a British Nursing Association, Inc.), Remedium Group, Inc. (f/k/a Environmental Liability Management, Inc.), E&C Liquidating Corp., Emerson & Cuming, Inc.), Southern Oil, Resin & Fiberglass, Inc., Water Street Corporation, Axial Basin Ranch Company, CC Partners (f/k/a Cross Country Staffing), Hayden-Gulch West Coal Company, H-G Coal Company.

counsel to the Debtors and am thoroughly familiar with all other work performed on behalf of the Debtors by the lawyers and other persons in the firm.

3. The facts set forth in the foregoing Application are true and correct to the best of my knowledge, information and belief.

Bernard F. Hawkins, Jr.
Bernard F. Hawkins, Jr.

SWORN to and subscribed before me

this 26 day of August, 2003

[Signature] (L.S.)
Notary Public for South Carolina

My Commission Expires: 9/2/09